

**EXHIBIT 1**

**Proposed Order**



determining to enter into each of the Settlement Agreements; and after due deliberation thereon; and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Each of the Cronk Settlement Agreement, the Throm Settlement Agreement, the Gardner/Smith Settlement Agreement, and the Peel Settlement Agreement is approved.
3. GMACM is authorized to make a one-time cash payment of \$30,000.00 to Cronk and a one-time cash payment of \$95,000.00 to Cronk's counsel in accordance with the terms and conditions of the Cronk Settlement Agreement.
4. GMACM is authorized to make a one-time cash payment of \$30,000.00 to Throm and a one-time cash payment of \$95,000.00 to Throm's counsel in accordance with the terms and conditions of the Throm Settlement Agreement.
5. GMACM and Homecomings are authorized to deliver the sum of \$285,000.00 to counsel for GMACM and Homecomings, as escrow agent, to be held for further disbursement in accordance with the terms and conditions of the Gardner/Smith Settlement Agreement.
6. RFC, or its successor in interest under the Chapter 11 Plan, is authorized to make a one-time cash payment of \$600,000.00 to the Peel Plaintiffs and their counsel in accordance with the terms and conditions of the Peel Settlement Agreement.
7. Upon the Debtors' payment of the one-time cash payments pursuant to this Order and the respective Settlement Agreements, Cronk, Throm, Gardner, Smith and the Peel Plaintiffs are directed to take any and all steps necessary to dismiss the Cronk Action, the

Throm Action, the Gardner/Smith Actions, and the Peel Action in accordance with the terms of the respective Settlement Agreements.

8. Upon the Debtors' payment of the one-time cash payments pursuant to this Order and the respective Settlement Agreements, Kurtzman Carson Consultants LLC, the Debtors' notice and claims agent, is authorized and directed to modify the Claims Register to reflect that each of the Claims has been expunged and/or withdrawn, in each case with prejudice, as appropriate.

9. The Debtors are authorized, empowered and directed to take all actions necessary to implement the relief granted pursuant to this Order.

10. To the extent there may be any inconsistency between the terms of the Motion and this Order, the terms of this Order shall govern.

11. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2014  
New York, New York

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE